

EXHIBIT B

1 IN THE CIRCUIT COURT
 2 FOR THE STATE OF TENNESSEE
 3 23rd JUDICIAL DISTRICT, DICKSON COUNTY
 4 RAY FLAKE and CATHY
 5 FLAKE,
 6 Plaintiffs,
 7 vs.
 8 SALTIRE INDUSTRIAL, INC.
 9 f/k/a SCOVILL, INC.;
 10 SCHRADER-BRIDGEPORT
 11 INTERNATIONAL, INC. f/t/a
 12 SCHRADER AUTOMOTIVE,
 13 INC.; ALPER HOLDINGS
 14 U.S.A., INC.; TONKINS
 15 PLC; CITY OF DICKSON,
 16 TENNESSEE; WILLIAM
 17 ANDREWS; LEWIS EDWARD
 18 KILMARX and JOHN DOE(S)
 19 1-10,
 20 Defendants.
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 16 VIDEOTAPED DEPOSITION OF:
 17 WILLIAM F. ANDREWS
 18 Taken on behalf of the Defendants
 19 July 27, 2005
 20

22
 23 VOWELL & JENNINGS, INC.
 24 Court Reporting Services
 25 328 Washington Square Building
 222 Second Avenue North
 Nashville, Tennessee 37201
 (615) 256-1935
 VOWELL & JENNINGS, INC. (615) 256-1935

1 IN THE CIRCUIT COURT
 2 FOR THE STATE OF TENNESSEE
 3 23rd JUDICIAL DISTRICT, DICKSON COUNTY

4 DONALD and KRISTIE
 5 ADKINS, et al,
 6 Plaintiffs,
 7 vs.
 8 SCHRADER-BRIDGEPORT
 9 INTERNATIONAL, INC. f/k/a
 10 SCHRADER AUTOMOTIVE,
 11 INC., et al,
 12 Defendants.
 13

CASE NO.
CV-2022

14
 15 DEPOSITION OF:
 16 WILLIAM F. ANDREWS
 17 Taken on behalf of the Defendants
 18 July 27, 2005
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1 not be able to remember it, but do you
2 remember whether or not the Dickson facility
3 was still operating when your employment with
4 Scovill ended in early 1985?
A. **It was closed by that time.**
Q. Okay. Do you think that the facility
was closed at the time the Belzberg brothers
contracted or bought the company?
A. **I think so.**
Q. Okay.
A. **I think it was closed at that time,
but I'm not sure. I really am not sure.**
Q. Okay. Were you personally involved in
the work and other activities required to
actually shut down the operations of the
Dickson facility?
A. **No. I would have been involved in the
final approval process, because that would
have to go to the Board, so numbers would
have been presented to me justifying the
shutdown and the cost of the shutdown, et
cetera. We would have presented all that to
the Board, and we would have gotten, you
know, an approval or no approval to shut it
down. And so I was involved in looking at**

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those numbers and what it cost and what the
return would be in shipping out of Brazil,
but I don't remember any specifics of that
information.

Q. Okay. Did the decision to close the
Dickson facility have anything to do with the
concern that it might be causing pollution
there or generating pollution?

A. **Didn't know it had any pollution.**

Q. As of the time your employment ended
with Scovill in early 1985, had the Schrader
Automotive Division been sold to some third
party?

A. **No. What happened when the Belzbergs
bought this business is they originally -- it
was a hostile takeover. So first of all, I
tried to buy the business myself with the
management and we couldn't obtain the price
necessary to match the Belzbergs' price. So
then the Belzbergs had told me they were
buying this company to be a flagship company
for buying other companies in the U.S. and
that they would have to sell one or two
businesses, but that they were going to keep
the business intact. They didn't do that;**

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1 **they sold everything.**
2 **So after they bought it, they told me
3 they wanted me to sell the two Schrader
4 businesses. They wanted to stay in the
5 consumer housing business.**
6 **And I was successful in selling
7 Schrader Bellows to Parker-Hannifin. I
8 worked on it for maybe 60, 90 days. That's
9 what I did during the first part of the
10 transition.**
11 **And then I tried to sell Schrader
12 Automotive to the Arvin Group, which was
13 owned by the Pritchards. And the price that
14 I was offered wasn't high enough that -- the
15 Belzbergs wouldn't sell it for that price.**
16 **And along about that time, I left.**
17 **I later learned that the Belzbergs
18 bought 5 percent of Arvin's stock and
19 threatened Arvin with green mails, that if
20 they didn't buy Schrader Automotive, they'd
21 buy all of Arvin. And so Arvin wound up
22 buying Schrader Bellows.**
23 Q. And Arvin's purchase was after your
employment ended?
A. **After I had left.**

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1 Q. And did you have any involvement in
2 that transaction by which Arvin purchased --
3 A. **No.**
4 Q. -- some portion of the business?
5 A. **No.**
6 Q. Okay. And just for those of U.S. who
7 might not be familiar with deals and
8 strategy, you mentioned that the Belzbergs
9 bought the company through a hostile
10 takeover. Tell U.S. what a hostile takeover
11 is.
12 A. **They advertise in the Wall Street
13 Journal that they will buy 100 percent of the
14 shares, of the outstanding shares of the
15 company, at some price that is higher than
16 the market price that it's currently being
17 traded at. And so they offered to buy these
18 shares from institutions and the public, et
19 cetera.**
20 **Since probably of those public
21 companies, institutions hold 50 percent of
22 the shares, institutions quickly jump on that
23 because they're interested in making as high
24 a return for their funds as they can. And so
25 within the first probably two weeks of a**

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